

Hearing Date: August 18, 2016 at 2:00 p.m. (Prevailing Eastern Time)
Objection Deadline: August 15, 2016 at 4:00 p.m. (Prevailing Eastern Time)

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*Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
Gawker Media LLC, <i>et al.</i> , ¹	:	Case No. 16-11700 (SMB)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**NOTICE OF DEBTORS' APPLICATION PURSUANT TO SECTIONS
327(e), 328(a), AND 330 OF THE BANKRUPTCY CODE, BANKRUPTCY
RULES 2014 AND 2016, AND LOCAL RULES 2014-1 AND 2016-1 FOR ENTRY
OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
JB DUNCAN PC AS SPECIAL CORPORATE COUNSEL EFFECTIVE
NUNC PRO TUNC TO THE PETITION DATE**

PLEASE TAKE NOTICE that a hearing (the "Hearing") on the Application (the "Application" a copy of which is attached hereto) of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order authorizing the Debtors to retain and employ JB Duncan PC as special corporate counsel effective *nunc pro tunc* to the Petition

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.'s offices are located at Andrassy ut 66. 1062 Budapest, Hungary.

Date will be held before the Honorable Stuart M. Bernstein of the United States Bankruptcy Court for the Southern District of New York (the “Court”), in Room 723, One Bowling Green, New York, New York 10004-1408, on **August 18, 2016 at 2:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that responses or objections to the Application and the relief requested therein, if any, shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall set forth the basis for the response or objection and the specific grounds therefore, and shall be filed with the Court electronically in accordance with General Order M-399 by registered users of the Court’s case filing system (the User’s Manual for the Electronic Case Filing System can be found at <http://www.nysb.uscourts.gov>, the official website for the Court), with a hard copy delivered directly to chambers and served so as to be actually received no later than **August 15, 2016 at 4:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”), upon: (i) the Debtors, Gawker Media LLC, 114 Fifth Avenue, 2d Floor, New York, NY 10011, Attn. Heather Dietrick (heather@gawker.com); (ii) counsel for the Debtors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attn: Gregg M. Galardi (gregg.galardi@ropesgray.com) (iii) the Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, NY 10014, Attn: Greg Zipes & Susan Arbeit; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) proposed counsel to the Official Committee of Unsecured Creditors, Simpson Thacher & Bartlett, 425 Lexington Avenue, New York, NY 10017, Attn: Sandy Qusba (squsba@stblaw.com) and William T. Russell (wrussell@stblaw.com); (vii) counsel to US VC Partners LP, as Prepetition Second Lien Lender, Latham & Watkins LLP, 330 North Wabash

Avenue, Suite 2800, Chicago, IL 60611, Attn: David Heller (david.heller@lw.com) & Keith A. Simon, 885 Third Avenue, New York, New York 10022, Attn: Keith A. Simon (keith.simon@lw.com); (viii) counsel to Cerberus Business Finance, LLC, as DIP Lender, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022, Attn: Adam C. Harris (adam.harris@srz.com); (ix) JB Duncan PC, 103 East Blithedale Avenue, Suite 7, Mill Valley, CA 94941, Attn: John Duncan (john@duncanpc.com); and (x) those persons who have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE that a copy of the Application may be obtained free of charge by visiting the website of Prime Clerk LLC at <https://cases.primeclerk.com/gawker>. You may also obtain copies of any pleadings by visiting the Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

PLEASE TAKE FURTHER NOTICE that the Hearing may be continued or adjourned thereafter from time to time without further notice other than an announcement of the adjourned date or dates at the Hearing or at a later hearing. The Debtors will file an agenda before the Hearing, which may modify or supplement the Application to be heard at the Hearing.

PLEASE TAKE FURTHER NOTICE that if no objections or other responses are timely filed and served with respect to the Application, the Debtors may, on or after the Objection Deadline, submit to the Court an order substantially in the form annexed as Exhibit A to the Application, which order the Court may enter with no further notice or opportunity to be heard.

Dated: August 4, 2016
New York, New York

/s/ Gregg M. Galardi
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Hearing Date: August 18, 2016 at 2:00 p.m. (Prevailing Eastern Time)
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*Counsel to the Debtors
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
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Gawker Media LLC, *et al.*,¹ : Case No. 16-11700 (SMB)
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Debtors. : (Jointly Administered)
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**DEBTORS' APPLICATION PURSUANT TO SECTIONS 327(e), 328(a)
AND 330 OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014
AND 2016 AND LOCAL RULES 2014-1 AND 2016-1 FOR ENTRY
OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT
OF JB DUNCAN PC AS SPECIAL CORPORATE COUNSEL EFFECTIVE
NUNC PRO TUNC TO THE PETITION DATE**

Gawker Media LLC ("Gawker Media") and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") respectfully submit this application (the "Application") for entry of an order under, substantially in the form attached hereto as Exhibit A (the "Proposed Order"), authorizing the Debtors to retain JB

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.'s offices are located at Andrassy ut 66. 1062 Budapest, Hungary.

Duncan PC as special corporate counsel, *nunc pro tunc* to the Petition Date pursuant to sections 327(e), 328(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”). In support of the Application, the Debtors submit and incorporate by reference (i) the Declaration of John Duncan (the “Duncan Declaration”), attached hereto as Exhibit B, (ii) the Declaration of William D. Holden (the “Holden Declaration”), attached hereto as Exhibit C, and (iii) the *Declaration of William D. Holden in Support of First Day Motions* (the “First Day Declaration”) [Docket No. 7]. In further support of the Application, the Debtors respectfully represent as follows:

Jurisdiction

1. This Court has jurisdiction to consider and determine this application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The legal predicates for the relief requested herein are Section 327(e), 328(a) and 330 and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1.

Procedural Background

4. On June 10, 2016, Gawker Media filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “Petition Date”). On June 12, 2016, Gawker Media Group, Inc. (“GMGI”) and Kinja Kft. (“Kinja”) each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

5. On June 16, 2016 the Court entered an order authorizing the joint administration and procedural consolidation of the Debtors' chapter 11 cases pursuant to Bankruptcy Rule 1015(b) [Docket No. 41].

6. On June 24, 2016, the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed the official committee of unsecured creditors (the "Committee"). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

7. The Debtors are operating their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

8. The factual background regarding the Debtors, their business operations, their capital and debt structure, and the events leading up to the filing of these Chapter 11 Cases are set forth in detail in the First Day Declaration.

Relief Requested

9. The Debtors seek an order of this Court, pursuant to Sections 327(e), 328(a) and 330 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 authorizing the Debtors to employ and retain JB Duncan PC *nunc pro tunc* to the Petition Date, in accordance with the terms of Gawker Media's engagement of JB Duncan PC in February 2012,² this Application, and the Proposed Order submitted herewith, as the Debtors' special corporate counsel to perform legal services attendant to various corporate matters, as more fully described herein. For the reasons set forth below, the Debtors submit that the relief requested is in the best interest of the Debtors, their estates, their creditors, stakeholders, and other parties in interest, and, therefore, should be granted.

² The engagement between Gawker Media and JB Duncan PC in February 2012 was a continuation of the engagement by Gawker Media of John Duncan, which commenced in October 2005.

The Retention of JB Duncan PC

10. The Debtors seek to retain JB Duncan PC as special corporate counsel because of the in-depth experience, knowledge and familiarity of John Duncan, the sole shareholder of JB Duncan PC, with the Debtors' business and operations. Since on or about October 2005, John Duncan individually, and subsequently, through JB Duncan PC has represented the Debtors with respect to various domestic and international transactions as well as with respect to the corporate and tax structure of Debtors and their relationships with each other, including the formation and capitalization of GMGI. Accordingly, the Debtors submit that JB Duncan PC's knowledge, expertise, and experience of the Debtors' business and operations and all issues, matters or controversies that may concern these bankruptcy cases qualify JB Duncan PC to work on behalf of the Debtors' estate in the most efficient and cost-effective manner.

11. John Duncan was first retained in October 2005 to provide advice regarding the optimal structure for owning and managing the Debtors' business from a tax and operational standpoint, and to advise with regard to employee equity incentives, and such engagement was transferred to JB Duncan PC in 2012. JB Duncan PC has advised Gawker Media with respect to matters regarding the capitalization of Debtors, the ownership of equity and options to purchase equity and the terms of its stock option plan and related matters, intercompany pricing issues related to the license of intellectual property from Kinja, Kft. to Gawker Media LLC and related tax and financial issues.

12. The professional services (the "Services") to be provided by JB Duncan PC during the pendency of these chapter 11 cases involve providing information and historical background regarding the Debtors' corporate matters, in connection with the auction and sale of

substantially all of the Debtors' assets, as well as any disclosure statement(s) and plan(s) of reorganization filed in these cases.

13. The Debtors require and will continue to require the Services throughout these chapter 11 cases. As the Court is aware, the auction and sale process is ongoing, and has required the Debtors to consult with JB Duncan PC on a number of matters related to that process.

14. No other law firm is providing the Debtors with the Services, other than Ropes & Gray LLP as the Debtors' bankruptcy counsel. JB Duncan PC will work with the Debtors to ensure that the services provided in connection with the auction and sale process by each firm are complementary of each other and not duplicative.

15. If the Debtors were required to retain counsel other than JB Duncan PC, the Debtors, their estates, and all parties in interest would lose the benefit of John Duncan's experience and expertise on the matters for which JB Duncan PC has been serving the Debtors prior to the filing of these chapter 11 cases. It is unlikely that another law firm would be able to acquire the knowledge base of JB Duncan PC, given its long-standing history and background knowledge of the Debtors and their operations.

16. The Debtors respectfully submit that JB Duncan PC is well-qualified and uniquely able to provide the specialized legal advice sought by the Debtors as set forth herein in an efficient and cost-effective manner, and JB Duncan PC's retention as special corporate counsel is in the best interests of the Debtors and their estates.

No Adverse Interest With Respect to the Services

17. As set forth in the Duncan Declaration, neither JB Duncan PC nor John Duncan represents or holds an interest adverse to the Debtors with respect to the Services. To the best of

the Debtors' knowledge, except as specifically set forth in the Duncan Declaration and as described herein, neither JB Duncan PC nor John Duncan has represented the Debtors' creditors or any other parties in interest or their respective attorneys in any matter relating to the Debtors or their estates.³

18. JB Duncan PC holds a prepetition claim against Gawker Media for an amount of \$7,258.83.⁴ JB Duncan PC has provided services to the Debtors up through the time of the filing of this Application. JB Duncan PC has regularly billed, and been paid, for its legal services through April 30, 2016. JB Duncan PC has also accrued and billed \$1,109.17 for the period from June 10 through June 30, 2016, and accrued (but not billed) time and associated charges, and incurred disbursements, for services from the Petition Date through the date of this Application. JB Duncan PC currently does not hold a retainer.

19. In the ninety days prior to the Petition Date, the Debtors paid JB Duncan PC an aggregate of \$73,155.00 on account of their obligations for JB Duncan PC's services. During that time period, among other things, JB Duncan PC provided advice regarding the Series B preferred stock and debt financing and a potential sale of the company.

20. Further, my understanding is that, as of the date of this Application, John Duncan holds 252,000 shares of Series A Preferred Stock and 28,000 ordinary shares of GMGI originally acquired upon the formation of GMGI in exchange for his interest in Gawker Media, LLC and Blogwire Partners, GP, which in turn were acquired April 2006. In addition, Mr. Duncan holds an option to purchase 97,000 ordinary shares of GMGI for \$0.19 per share, which was issued on June 1, 2014.

³ If any new facts or circumstances are discovered, JB Duncan PC will supplement its disclosure to the Court.

⁴ Consisting of \$3,997.50 for the month of May 2016, and \$3,258.33 for services provided through June 10, 2016, calculated on a pro rata basis, based on the fee arrangement more fully described below.

Professional Compensation

21. Subject to Court approval, and in accordance with section 330(a) of the Bankruptcy Code and the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses (the "Fee Guidelines"), and *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Interim Compensation Order") [Docket No. 94], and as set forth in the Duncan Declaration, the Debtors propose to compensate JB Duncan PC in accordance with the fee structure described below.

22. Since 2012, JB Duncan PC agreed to a fee structure with Gawker Media comprised of (i) a fixed monthly fee for a certain number of hours at a discounted hourly rate, and (ii) hourly billing for time incurred in excess of the agreed number of hours for a particular month, only if the total hours incurred in the prior twelve-month period exceeded the annualized total hours that would have been billed at the fixed rate.

23. Since June 2015, JB Duncan PC billed the Debtors approximately \$3,000 per month plus \$525 per hour for each hour billed that was both in excess of 10 hours for the month and 120 hours for the previous 12 months. Pursuant to the engagement agreement between JB Duncan PC and Gawker Media, upon full vesting of Mr. Duncan's options to purchase Ordinary Shares of GMGI, the \$3,000 monthly fixed fee was increased to \$4,000 per month, plus \$525 per hour for each hour billed in excess of 10 hours for the month and 120 hours for the previous twelve months. During the pendency of these chapter 11 cases, JB Duncan PC has agreed to revert to the \$3,000 per month fixed fee.

24. JB Duncan PC has also agreed to maintain detailed, contemporaneous records of time and those actual and necessary expenses incurred in connection with the rendering of the Services by category and nature of services rendered.

Statement Regarding U.S. Trustee Guidelines

25. JB Duncan PC has agreed to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with this chapter 11 case in compliance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, the Fee Guidelines, and the Interim Compensation Order.

26. Based on the Duncan Declaration, the following information is provided in response to the request for additional information set forth in Paragraph D.1. of the Fee Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Answer: JB Duncan PC ordinarily charges a standard billing rate of \$650/hour. The standard billing rate was reduced to the fixed \$3,000 per month and to \$525 per hour for services provided to the Debtors because of (a) the agreement whereby the Debtors paid JB Duncan PC on a monthly basis, as more fully described above and (b) prior discounts negotiated between John Duncan and Gawker Media.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Answer: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: Beginning in June 2015, JB Duncan PC billed Gawker Media, LLC approximately \$3,000 per month plus \$525 per hour in excess of 10 hours per month and 120 hours on a twelve-month rolling basis. As of June 1,

2016, the fixed monthly fee was increased to \$4,000 per month upon the full vesting of Mr. Duncan's options to purchase shares of GMGI. For post-petition services, the fixed monthly fee payment will be \$3,000.

Question: Has your client approved your prospective budget and staffing plan, and, if so for what budget period?

Answer: JB Duncan PC and the Debtors are currently working on a budget for JB Duncan PC's work for the Debtors. The budget anticipates that JB Duncan PC will assist the Debtors with the auction, sale, and post-closing matters. The Debtors anticipate a budget will be prepared shortly. The budget necessarily involves a projection of future events with limited information and is subject to change as the matters develop.

Basis for Relief

27. Section 327(e) of the Bankruptcy Code authorizes a debtor in possession to employ one or more attorneys to represent the debtor on specified matters so long as those attorneys do not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which they are to be employed. *See* 11 U.S.C. § 327(e). Moreover, section 1107(b) of the Bankruptcy Code provides that "a person is not disqualified for employment under section 327 . . . solely because of such person's employment by or representation of the debtor before the commencement of the case." *See* 11 U.S.C. § 1107(b).

28. Section 328(a) of the Bankruptcy Code authorizes the employment of a professional person "on any reasonable terms and conditions of employment, including on a retainer [or] on an hourly basis . . ." 11 U.S.C. § 328(a).

29. As discussed above, JB Duncan PC received \$73,155.00 within the ninety days before the Petition Date.

30. The receipt of prepetition payments does not preclude a law firm from being employed as special corporate counsel under section 327(e) so long as the receipt of such payment does not cause it to "hold any interest adverse to the debtor or to the estate with respect to the matter on which [it] is to be employed." 11 U.S.C. § 327(e); *see also In re Mortgages*

Ltd., No. 2:08BK07465RJH, 2008 WL 5024925, at *1-2 (Bankr. D. Ariz. Aug. 14, 2008) (“[T]he potential receipt of a preference does not disqualify a firm from employment as special corporate counsel when the debtor’s and the firm’s interests are parallel with respect to the matters for which the firm is to be employed.”); *cf. Giuliano v. Ernst & Young, LLP (In re RIH Acquisitions NJ, LLC)*, No. 13-34483, 2016 WL 2996950, at *4 (Bankr. D. N.J. May 24, 2016) (analogizing retention of ordinary course professional to retention under section 327(e) and concluding that Court need not address whether professional received preferential transfers to approve its retention). Indeed, “[s]ince the role of special counsel is, by definition, limited, the trustee need only show that there is no adverse interest related to that role itself.” *See Hogil Pharmaceutical Corp. v. Sapir (In re Innomed Labs, LLC)*, No. 07-cv-4778 (WCC), 2008 WL 276490 (S.D.N.Y. Jan. 29, 2008); *see also Bank of Brussels Lambert v. Coan (In re AroChem Corp.)*, 176 F.3d 610, 622 (2d Cir. 1992) (“we should reason by analogy to 327(e), so that ‘where the trustee seeks to appoint counsel only as ‘special counsel’ for a specific matter, there need only be no conflict between the trustee and counsel’s creditor client with respect to the specific matter itself.”).

31. This Court and other courts in this district have approved retentions of counsel under section 327(e) where the law firm to be retained received substantial payments within the ninety days prior to the petition date. *See, e.g., In re SunEdison, Inc.*, No. 16-10992 (SMB) (Bankr. S.D.N.Y. May 20, 2016) [Docket No. 361] (approving section 327(e) retention of law firm that received approximately \$2.37 million in fees for legal services during the ninety days before the petition date); *In re Apex Silver Mines Ltd.*, No. 09-10182 (JMP) (Bankr. S.D.N.Y. Jan. 22, 2009) [Docket No. 57] (approving section 327(e) retention of law firm that received unspecified compensation during the ninety days before the petition date). Accordingly, the fact

that the Debtors paid JB Duncan PC for services rendered within the ninety days prior to the Petition Date does not disqualify JB Duncan PC from being retained pursuant to section 327(e).

32. My understanding is that Mr. Duncan, the sole shareholder of JB Duncan PC, acquired shares in GMGI and its predecessors at the same time as the other founders (other than Mr. Denton) in recognition of the contribution he made to the initial business plan and other related value. In that regard, he was granted options in recognition of JB Duncan PC's agreement to reduce its rates, and to provide a strong incentive for JB Duncan PC to continue to provide services to Debtors.

Nunc Pro Tunc Relief

33. *Nunc pro tunc* relief is appropriate here. The Debtors originally proposed to retain JB Duncan PC as an ordinary course professional, pursuant to the *Debtors' Motion for Entry of an Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business* (the "OCP Motion") [Docket No. 53]. At the Court hearing on July 7, 2016, the Court directed the Debtors to file separate retention applications for any professional not eligible to be retained under section 327(a) of the Bankruptcy Code. As a result, the Debtors have worked with Mr. Duncan to prepare and file this retention application. Based on those facts, the Debtors believe that *nunc pro tunc* relief is proper.

34. For the reasons set forth in this Application and the Duncan Declaration, the Debtors submit that JB Duncan PC's retention and employment satisfies section 327(e) and this Application should be approved. If the Debtors were required to retain counsel other than JB Duncan PC, the Debtors, their estates, and parties in interest would be prejudiced, as the Debtors would lose JB Duncan PC's invaluable experience and knowledge on, *inter alia*, the Services, as

described above. Accordingly, it is in the best interests of the Debtors and their estates to retain JB Duncan PC.

Waiver of Stay

35. The Debtors request that the Court waive the stay imposed by Bankruptcy Rule 6004(h), which provides that “[a]n order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the Court orders otherwise.” Fed. R. Bankr. P. 6004(h). As described above, the relief that the Debtors seek in this Application is necessary for the Debtors to protect their interests in pending litigation and to preserve value for their estates. Accordingly, the Debtors respectfully request that the Court waive the fourteen-day stay imposed by Bankruptcy Rule 6004(h), as the need for the relief sought herein justifies immediate relief.

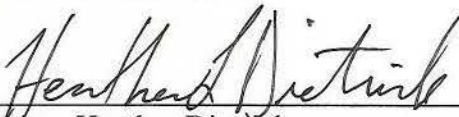
Notice

Notice of this Motion has been provided to (i) the Office of the United States Trustee for the Southern District of New York; (ii) the Internal Revenue Service; (iii) the United States Attorney for the Southern District of New York; (iv) proposed counsel to the Official Committee of Unsecured Creditors; (v) counsel to US VC Partners LP, as Prepetition Second Lien Lender; (vi) counsel to Cerberus Business Finance, LLC, as DIP Lender; (v) those persons who have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002; and (vi) JB Duncan PC. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

WHEREFORE, the Debtors respectfully requests that this Court enter an Order, substantially in the form annexed hereto as Exhibit A, (a) authorizing the Debtors to retain JB Duncan PC as special corporate counsel to the Debtors, *nunc pro tunc* to the Petition Date, for the purposes and upon the terms set forth herein; and (b) granting to the Debtors such other and further relief as may be just or proper.

Respectfully submitted,

Gawker Media LLC,

A handwritten signature in black ink, appearing to read "Heather Dietrick", is written over a horizontal line.

By: Heather Dietrick
President and General Counsel

Dated: August 3, 2016

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	X	
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In re	:	Chapter 11
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Gawker Media LLC, <i>et al.</i> , ¹	:	Case No. 16-11700 (SMB)
	:	
Debtors.	:	(Jointly Administered)
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	X	

**ORDER GRANTING DEBTORS' APPLICATION PURSUANT TO
SECTION 327(e), 328(a) AND 330 OF THE BANKRUPTCY CODE,
BANKRUPTCY RULES 2014 AND 2016, AND LOCAL RULES 2014-1 AND
2016-1 FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF JB DUNCAN PC AS SPECIAL CORPORATE COUNSEL
EFFECTIVE *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the application (the “Application”)² of the Debtors for an Order, pursuant to sections 327(e), 328(a), and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”) authorizing the employment of JB Duncan PC as special corporate counsel to the Debtors *nunc pro tunc* to the Petition Date; and upon the First Day Declaration and the Duncan Declaration, and the Holden Declaration; and the Court having reviewed the Application, the First Day Declaration, the Duncan Declaration, and the Holden Declaration; and the Court being satisfied with the representations made in the Application and the Duncan Declaration that JB Duncan PC represents no adverse interest to the Debtors with respect to the

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² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Application.

matters on which JB Duncan PC will be employed, that its employment is necessary and in the best interests of the Debtors' estates, creditors, and other parties in interest; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it further appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Application having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and upon the record herein; and after due deliberation thereon; and sufficient cause appearing therefor, it is hereby

ORDERED THAT,

1. The Application is GRANTED as set forth herein.
2. Pursuant to sections 327(e), 328(a) and 330 of the Bankruptcy Code, the Debtors, as debtors and debtors in possession, are authorized to employ and retain JB Duncan PC as special corporate counsel effective *nunc pro tunc* to the Petition Date, in accordance with the Application, the Duncan Declaration, the Holden Declaration, and this Order, to perform the Services.
3. To the extent any of the Application, the Duncan Declaration, or the Holden Declaration is inconsistent with this Order, the terms of this Order shall govern.
4. JB Duncan PC shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Interim Compensation Order") [Docket No. 94].

5. Prior to applying any increases in the hourly rate(s) beyond the rate(s) set forth in the Application, JB Duncan PC shall provide ten days' notice of any such increases to the Debtors, the United States Trustee, counsel to the Official Committee of Unsecured Creditors, counsel to US VC Partners as Second Lien Lender, and Cerberus Business Finance LLC as DIP Lender and the Debtors shall file the notice on ECF. The United States Trustee retains all rights to object to such rate increase.

6. Notwithstanding any stay that might be imposed by Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

7. Notwithstanding any otherwise applicable provisions to the contrary, during the pendency of these chapter 11 cases, JB Duncan PC will not represent present or future clients of JB Duncan PC on matters adverse to the Debtors in these cases.

8. Notwithstanding any otherwise applicable provisions to the contrary, any retainers shall be applied to the payment of fees and costs as they are approved by the Court.

9. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

10. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: August __, 2016
New York, New York

HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Duncan Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re : Chapter 11
:
Gawker Media LLC, *et al.*,¹ : Case No. 16-11700 (SMB)
:
Debtors. : (Jointly Administered)
:
-----X

**DECLARATION OF JOHN DUNCAN IN SUPPORT OF DEBTORS'
APPLICATION PURSUANT TO SECTIONS 327(e), 328(a) AND 330
OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014(a)
AND 2016, AND LOCAL RULES 2014-1 and 2016-1 FOR ENTRY OF
AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT
OF JB DUNCAN PC AS SPECIAL CORPORATE COUNSEL
EFFECTIVE *NUNC PRO TUNC* TO THE PETITION DATE**

I, John Duncan, make this Declaration, under penalty of perjury pursuant to 28 U.S.C.
§ 1746, and hereby declare as follows:

1. I am the sole shareholder of JB Duncan PC and am authorized to make
this Declaration on behalf of JB Duncan PC. I make this Declaration in support of the
Application of Debtors Pursuant to 11 U.S.C. §§ 327(e), 328(a) and 330, Fed. R. Bankr. P.
2014(a) and 2016, and Local Rules 2014-1 and 2016-1 for entry of an order authorizing the
retention and employment of JB Duncan PC as special corporate counsel effective *nunc pro tunc*
to the Petition Date.² I am admitted and in good standing to practice law in the State of New
York and California³.

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.'s offices are located at Andrassy ut 66. 1062 Budapest, Hungary.

² Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Application.

³ And listed as retired from the practice of law in Connecticut.

2. The statements set forth below are based upon my personal knowledge, information provided to me by employees and contractors of JB Duncan PC acting under my supervision and direction.

Retention of JB Duncan PC as Special corporate counsel for the Debtors

3. JB Duncan PC is well qualified to serve as the Debtors' special corporate counsel in these cases. I have practiced law for 29 years in New York and California at large international law firms and as in house counsel at privately held companies. In addition to my JD degree from NYU School of Law, I hold a masters of laws in taxation from NYU School of Law. During my 29 year legal career, I worked for five years as an investment banker at Bank of America Securities where I structured and implemented numerous cross border financing transactions with characteristics similar to the transactions between Gawker Media LLC and Kinja, Kft, and otherwise participated in the provision of financial advice and financial modeling similar to the advice and modeling related to the formation and operation of GMGI and the operation of its employee equity plan. Following my employment by Bank of America Securities, I was co-head of the tax department and the M&A department at Venture Law Group in Silicon Valley, representing a broad array of private, venture backed companies. Finally, during my services as the General Counsel of Slide, Inc., I engaged in in-depth research and managed issues related to the Digital Millennium Copyright act and the Communications Decency Act, as well as the implementation of cost sharing arrangements and intercompany service agreements among members of a group of companies, all of which are similar to or important to the business and operations of Debtors.

4. Pursuant to the Application, the Debtors seek authority to retain JB Duncan PC, *nunc pro tunc* to the Petition Date, to render legal services as described below. Individually, I began representing the Debtors in or about October 2005, and subsequently in

February 2012, JB Duncan PC began representing the Debtors with respect to various corporate and tax matters, including the design and implementation of the intercompany transfer pricing structure used by Gawker Media LLC and Kinja Kft., the formation and capitalization of GMGI, the creation and implementation of Debtors' employee equity incentive plan, the management of the ownership and monetization of Debtors' various intellectual property assets and the provision of general legal advice regarding the operation of a private company and issues that arose with respect to the publication of various materials on the internet.

5. Over the last 11 years, I have developed substantial experience, knowledge, and familiarity with the Debtors and certain lawsuits involving the Debtors' business and operations.

6. I, as an individual attorney, was first retained in October 2005 to provide advice regarding the optimal structure for the Debtors corporate group and ownership of its intellectual property and regarding the best way to provide equity participation to the original seven founders of the Debtors.

7. The professional services to be provided by JB Duncan PC, which include providing information and historical background regarding the Debtors' corporate matters, in connection with the auction and sale of substantially all of the Debtors' assets, as well as any disclosure statement(s) and plan(s) of reorganization filed in these cases are collectively referred to herein as the "Services."

8. It is my understanding that the Debtors require and will continue to require the Services throughout these chapter 11 cases. I believe that the Debtors will require my expertise during these chapter 11 cases because of my extensive knowledge of the Debtors' history and operations.

9. No other law firm is providing the Services, other than Ropes & Gray LLP as the Debtors' bankruptcy counsel. I will coordinate with the Debtors to ensure that the services provided by JB Duncan PC and Ropes & Gray are complementary of each other and not duplicative.

No Adverse Interest with Respect to the Matters on which JB Duncan PC is to be Retained

10. In connection with its proposed retention under section 327(e) of the Bankruptcy Code, I searched JB Duncan PC's client/matter records to determine whether it has any conflicts or other connections that might cause it to hold or represent an interest adverse to the Debtors with respect to the Services (the "Disclosure Procedures"). As part of the Disclosure Procedures, the Debtors provided me with a list of the Debtors' significant prepetition creditors, vendors, professionals, and other potential parties in interest (collectively, the "Interested Parties"), a list of which is attached as **Exhibit 1** to this Declaration. Pursuant to the Disclosure Procedures, I compared each of the Interested Parties to the names that JB Duncan PC maintains in a master client database. JB Duncan PC's client database includes, among other information the name of each current or former client and the principal shareholders of each such client. The results of my inquiry are as follows:

- a. I identified no Interested Parties that matched JB Duncan PC's master client database other than as described below.
- b. In addition, I (i) am not related to, nor have any connection with, (A) any United States bankruptcy judge in the Southern District of New York, (B) any employee of the United States Bankruptcy Court for the Southern District of New York, or (C) any employee of the Office of the United States Trustee; and (ii) am not or was not an officer, director, or employee of the Debtors.

- c. JB Duncan PC has one employee that provides administrative support. That employee (i) is not related to, nor has any connection with (A) any United States bankruptcy judge in the Southern District of New York, (B) any employee of the United States Bankruptcy Court for the Southern District of New York, or (C) any employee of the Office of the United States Trustee for the Southern District of New York; and (ii) is not or was not an officer, director, or employee of the Debtors.
- d. I own 252,000 shares of Series A Preferred Stock and 28,000 ordinary shares of GMGI originally acquired upon the formation of GMGI in exchange for my interest in Gawker Media, LLC and Blogwire Partners, GP, which in turn were acquired April 2006. In addition, I hold an option to purchase 97,000 ordinary shares of Gawker Media Group Inc. for \$0.19 per share, which was issued on June 1, 2014. These shares and options may have value depending on the outcome of the auction.

11. I and JB Duncan PC have occasionally provided advice to Nick Denton (an insider of the Debtors) and his sister with regard to their ownership of GMGI stock. In 2013, JB Duncan PC and I, advised Nick Denton's sister in connection with a transaction involving a trust and a corporation for the purpose of acquiring GMGI stock. JB Duncan PC has not billed Nick Denton or his sister for the time incurred in connection with such advice. JB Duncan PC will not provide such advice during the pendency of these chapter 11 cases.

12. Other than as described herein, neither I nor JB Duncan PC have a professional connection with Nick Denton. I maintain a personal friendship with Nick Denton.

13. Based upon my review, it is my belief that JB Duncan PC, as required by section 327(e) of the Bankruptcy Code, does not hold or represent an interest that is adverse to the Debtors' estates with respect to the Services for which JB Duncan PC is proposed to be employed.

14. As set forth above, I am a sole practitioner focusing on tax, transactional and general corporate advice. I serve the legal needs of privately held technology companies across the country and in several foreign countries. Some of these entities are, or may consider themselves to be, creditors or parties in interest in the Debtors' chapter 11 cases or to otherwise have interests in these cases. JB Duncan PC may have represented, currently represent, and/or may represent in the future persons or entities listed among the Interested Parties (or their affiliates) in matters unrelated to the Services for which I am to be retained.

15. To the best of my knowledge and information, none of the Interested Parties, other than the Debtors, represented three percent (3%) or more of JB Duncan PC's gross revenue for the 12-month period ending May 31, 2016. Gawker Media has often represented more than 3% and up to 40% of mine and JB Duncan PC's gross revenues in the past.

16. As a further supplement to my disclosures set forth herein, and without limiting such disclosures, JB Duncan PC may have and/or may have had dealings with the Debtors in the ordinary course of the Debtors' business.

17. Further, JB Duncan PC:

- a. may have appeared in the past, and may appear in the future, in other cases unrelated to these cases or unrelated to the Services for which JB Duncan PC is to be retained where the Debtors' creditors or other parties with an interest in the Debtors may be involved;

- b. may represent, or may have represented, certain of the Debtors' creditors or other parties with an interest in the Debtors in matters that are unrelated to these chapter 11 cases or unrelated to the Services for which JB Duncan PC is to be retained; and
- c. may have had dealings with creditors or other parties with an interest in the Debtors that are unrelated to these chapter 11 cases or unrelated to the Services for which JB Duncan PC is to be retained.

18. I believe that JB Duncan PC can adequately represent the interests of the Debtors. To the best of my knowledge, information and belief, JB Duncan PC has not represented any creditor, interest holder or other party in interest in connection with their respective dealings with the Debtors in the previous two years, except as disclosed herein.

19. I am confident that my diligence has resulted, to the greatest extent possible, in the disclosure of all potential conflicts. However, client relationships with persons or entities that are not listed on Exhibit 1, but who may nonetheless be or later become parties in interest in these chapter 11 cases, would not be disclosed in this Declaration. In this regard, if I discover additional information regarding Interested Parties that requires disclosure, I will submit a supplemental disclosure to the Court containing such additional information.

20. JB Duncan PC holds a prepetition claim against Gawker Media for an amount of \$7,258.83.⁴ JB Duncan PC has provided services to the Debtors up through the time of the filing of this Application. JB Duncan PC has regularly billed, and been paid, for its legal services through April 30, 2016. JB Duncan PC has also accrued and billed \$1,109.17 for the period from June 10 through June 30, 2016, and accrued (but not billed) time and associated

⁴ Consisting of \$3,997.50 for the month of May, 2016 and \$3,258.33 for services provided through June 10, 2016, calculated on a pro rata basis, based on the fee arrangement more fully described herein.

charges, and incurred disbursements, for services from the Petition Date through the date of this Application. JB Duncan PC currently does not hold a retainer.

21. In the ninety days prior to the Petition Date, the Debtors paid JB Duncan PC an aggregate of \$73,155.00 on account of their obligations for my continuing services in connection with the Services. During that time period, among other things, JB Duncan PC provided advice regarding the Series B preferred stock and debt financing and a potential sale of the company.

22. To the best of my knowledge, information, and belief, JB Duncan PC does not hold or represent an interest adverse to the Debtors or their respective estates with respect to the Services. Accordingly, I believe that JB Duncan PC satisfies the requirements for employment as special corporate counsel pursuant to section 327(e) of the Bankruptcy Code.

Professional Compensation

23. Subject to the Court's approval, JB Duncan PC will charge for its services in one-tenth hour (.1) increments, at a rate of \$3,000 per month for the first ten hours incurred, plus \$525 per hour for time incurred in excess of 10 hours.

24. This hourly rate is less than the rate JB Duncan PC charges other clients for similar matters. This hourly rate is subject to periodic adjustments to reflect economic and other conditions.

25. JB Duncan PC also intends to seek reimbursement of those actual and necessary expenses incurred in connection with the rendering of the legal services described above by category and nature of services rendered.

26. JB Duncan PC intends to seek compensation in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, any applicable orders of the Court, the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of*

Professionals (the “Interim Compensation Order”) [Docket No. 94], the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases M-447 (Jan. 29, 2013), and the U.S. Trustee Guidelines (the “Fee Guidelines”).

27. Subject to attorney client privilege limitations, JB Duncan PC also intends to make a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the U.S. Trustee Guidelines, both in connection with this Application and fee applications to be filed by me in these chapter 11 cases.

Statement Regarding U.S. Trustee Guidelines

28. The following information is provided in response to the request for additional information set forth in Paragraph D.1. of the U.S. Trustee Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Answer: JB Duncan PC ordinarily charges a standard billing rate of \$650/hour. The standard billing rate was reduced to the fixed \$3,000 per month and to \$525 per hour for services provided to the Debtors because of (a) the agreement whereby the Debtors paid JB Duncan PC on a monthly basis, as more fully described above and (b) prior discounts negotiated between John Duncan and Gawker Media.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Answer: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: Beginning in June 2015, JB Duncan PC billed Gawker Media, LLC approximately \$3,000 per month plus \$525 per hour in excess of 10 hours per month and 120 hours on a twelve-month rolling basis. As of June 1, 2016, the fixed monthly fee was increased to \$4,000 per month upon the

full vesting of Mr. Duncan's options to purchase shares of GMGI. For post-petition services, the fixed monthly fee payment will be \$3,000.

Question: Has your client approved your prospective budget and staffing plan, and, if so for what budget period?

Answer: JB Duncan PC and the Debtors are currently working on a budget for JB Duncan PC's work for the Debtors. The budget anticipates that JB Duncan PC will assist the Debtors with the auction, sale, and post-closing matters. The Debtors anticipate a budget will be prepared shortly. The budget necessarily involves a projection of future events with limited information and is subject to change as the matters develop.

29. No promises have been received by JB Duncan PC as to payment or compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Fee Guidelines.

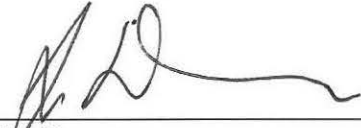
30. JB Duncan has not shared or agreed to share any of my compensation from the Debtors with any person, other than with employees as permitted by section 504 of the Bankruptcy Code.

31. I will use reasonable efforts to coordinate with the Debtors' other retained professionals to avoid any unnecessary duplication of services.

[remainder of page intentionally left blank]

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Executed this 3rd day of August, 2016.



John Duncan

Exhibit 1

Interested Parties

SCHEDULE 1

List of Schedules

Schedule	Category
1(a)	Debtors and Trade Names
1(b)	Current and Recent Former Directors and Officers
1(c)	Potential Contract Counterparties
1(d)	Insurers
1(e)	Other Interested Parties
1(f)	Landlords
1(g)	Litigants
1(h)	Professionals
1(i)	Shareholders
1(j)	Significant Customers
1(k)	Significant Unsecured Creditors
1(l)	Significant Vendors
1(m)	Taxing Authorities
1(n)	U.S. Trustee and Key Court Personnel for the Southern District of New York
1(o)	Utilities
1(p)	Employees and Independent Contractors

SCHEDULE 1(a)

Debtors and Trade Names

Gawker Media Group, Inc.

Gawker Media LLC

Kinja Kft.

Blogwire Hungary Intellectual Property Licensing LLC

Blogwire Hungary Kft.

Gawker.Com

Blogwire Hungary Intellectual Property Licensing
LLC

Blogwire Hungary Kft.

Curbed.com LLC

Gawker Sales LLC

Gawker.Com

RGFREE

Vox Media, Inc.

Blogwire

Deadspin

Defamer

Gawker

Gawker Stalker

Gizmodo

io9

Jalopnik

Jezebel

Kinja

Kotaku

Lifehacker

Sploid

Valleywag

SCHEDULE 1(b)

Current and Recent Former Directors and Officers

Albertson, Josh

Darbyshire, Gabrielle

Denton, Nicholas

Dietrick, Heather

Epstein, Jason

Fette, Ian

Holden, William

Kidder, Scott

Plunkett, Thomas

Szasz, Peter

Tillman, Scott

Weinbrecht, Adrian

SCHEDULE 1(c)

Potential Contract Counterparties

114 Fifth Avenue Ground Lessee LLC	Alexandre Dohrmann
114 Fifth Owner LP	Alissa Walker
204-210 Elizabeth Street LLC c/o S.W. Management LLC	All You Can Move SportPass Europe
204-210 Elizabeth Street LLC	Allison Jones
3293 Pacific LLC	Allison Wentz
A Mediocre Corporation	Allure Media Pty Limited
A Small Orange, LLC.	AM Lab Americas, LLC.
A9.com, Inc.	Amanda Marandola
Access Intelligence, LLC	Amazon Services LLC
Adam Clark Estes	Amazon Web Services, Inc.
Adam Pash	Amazon.com, Inc.
Adam Weinstein	Anastasia Weeks
Ad-Juster, Inc.	Andrassy Palota Ingatlanfogalmazo Kft.
Admeld, LLC	Andrea Park
Adsfactor Holdings Limited	Andrew Collins
AdSlot Technologies, LTD.	Andrew Cush
Adtech US, Inc.	Andrew Gorenstein
Aegon Magyarország Zrt.	Andrew Harding
AGIS Fire & Security Kft.	Andy Orin
AIG	Angela Alzona
Alan Henry	Angela Wang
Alan Kwon	Anna Merlan
Albert Burneko	Anthony Carnevale
Aleksander Chan	Anthony Hack
Alex Cranz	AOL Advertising Inc.
Alex Dickinson	Ariana Cohen
Alex Pareene	Ariel Viera
Alexandra Cannon	Ashley Feinberg
Alexandra Philippides	Ashton Galloway

Atlantic Metro Communications II, Inc.

Attila Illes

Ava Gyurina

Balazs Keki

BarkBox, Inc.

Barry Petchesky

Ben Regenspan

BlueApron.com

Brainy Labs, LLC

Brandon McCoy

Brendan O'Connor

Bridget Brown

Bryan Lufkin

Bryan Menegus

C&G Group Kft c/o Brody House Group

Cadreon, LLC.

Caitleen Weaver

Camila Cabrer

Camilla Baker

Casey Speer

Casper Sleep Inc.

Catherine LeClair

Cecilia D'Anastasio

Chad Bernstein

Chelsey Hoffman

Cheryl Eddy

Chris Neveu

Chris Person

Chris Vespoli

Christina Blacken

ClickMeter

ClickStream

Cloudinary Ltd.

Clover Hope

ClubW

Colleen McMillan

Colliers International

Colliers International Kft.

Coltiers Nemzetkozi Ingattanuzemeltet6 es
Kezel6 Kft.

Combat Flip Flops, LLC.

Comic Cartel

ComScore, Inc.

Corporate Communications Bt.

Courtenay O'Connor

Daniel Morgan

Darren Orf

Dashlane Inc.

DataGram

Datagram Incorporated

Dave McKenna

David Tracy

Dayna Evans

Devin Clark

Diana Moskovitz

Diane Kelly

Diego Pineda

DineInFresh, Inc. dba Plated

Dollar Shave Club, Inc.

DOUBLECLICK

Dr. Torzsa Peter Bt.

DreamHost

Drew Magary

Driftaway Inc.

Earnest Inc.

Eleanor Shechet

Elisa Solinas	Gorilla Nation Media, LLC
Emily Ambruso	Grace Robertson
Emily Herzig	Graze Inc.
Emma Carmichael	Green Fox Academy
Emprese Cedente	Greg Howard
Eric Goldfarb	Greg Lopez
Eric Ravenscraft	GroupDynamics Kft
Erika Audie	Gunnar Optiks
Erin Gloria Ryan	Gyorgy Bokros
Erin Pettigrew	Hajtas Pajtas Kft.
Esther Inglis-Arkell	Handy.com
Ethan Sommer	Hannah Keyser
Evan Narcisse	Happy Socks
Eyal Ebel	Heather Dietrick
F451	Heather Hynes
F451 fka Spicy Media Editora Ltda	Heidi Grothaus
F451 Media Editora Ltda.	HelloFresh
Fabiola Lara	Hillary Crosley
Facebook Ireland Limited	Hostgator.com, LLC.
Facebook, Inc.	Huckberry
Fastly, Inc.	Hunter Slaton
Federal Insurance Company	Ian Fette
Fluxmob, LLC.	IDrive Inc.
Framebridge, Inc.	Ilona Bilevych
Fritzie Andrade	Incisive Ltd
Future Publishing Limited	Incisive VNU Limited dba Incisive Incisive Ltd
Gabrielle Bluestone	Incisive VNU Ltd
GeekFuel, LLC.	Index Exchange Inc.
Germain Lussier	Infobahn Inc.
Giri Nathan	Integral Ad Science, Inc.
Globalway Participacoes Ltda.	IseeQ Kft.
Gloria Clark	J.K Trotter
Google Inc.	

Jake Inferrera	Justin Cross
Jalovszky Law	Justin Potter
James Bartus	JW Player / LongTail Ad Solutions, Inc.
James Bit Design	Kaila Hale-Stern
James Delgiudice	Kanwar Gill
Jamie Weber	Kara Brown
JapanCrate	Kargo Global, Inc.
Jared Auslander	Karma Mobility Inc.
Jason Parham	Kate Dries
Jason Schreier	Kate Knibbs
Jason Torchinsky	Kate Lovejoy
Jay Hathaway	Katharine Trendacosta
Jeffrey Hilder	Kathryn McGinnis
Jennifer Ouellette	Katie Drummond
Jia Tolentino	Kavitha Reddy
Jillian Marie Lucas	Kelly Conaboy
Jim Boos	Kelly Faircloth
Jim Cooke	Kelly Monson
Jim Cooke	Kelly Stout
Joanna Rothkopf	Kerrie Uthoff
Joel Johnson	Kevin Draper
John Appel	Kid Thursday LLC., dba Staus Audio
John Cook	Kirk Hamilton
John Gelini	Kixer
Jordan Sargent	Kolozsvari Timea
Josh Bottino	Kravitha Reddy
Josh Laurito	Krux Digital, Inc.
Joshua Albertson	Lacey Donohue
Judy Steinbach	Lauren Bertolini
Julia Alvidrez	Leah Beckmann
Julian Muller	Leah Finnegan
Julianne Escobedo Shepherd	LendingTree, LLC.
Jung Sin	Lindsay Chipman

Lindsey Jaffe	Mia Libby
Lisa Bolano	Michael Fahey
LiveIntent, Inc.	Michael Kuntz
LiveRail, Inc.	Michael Lindsay
LOLA	Michael Nunez
Lucy Haller	Michael Orell
Madeleine Davies	Michael Roselli
Madeleine Stone	Michele LaFauci
Madison Plus Select, Inc.	Michelle Chiang
Malcolm Read	Mike Ballaban
Mandy Mandelstein	Mikolaj Szabo
Margaret Taormina	Ministry of Supply
Marina Galperina	Miranda Langrehr
Mario Aguilar	Moat, Inc.
Maritza Sanche	Mobiles Republic, Inc.
Mark Weldon	Mollie Horan
Market Halsey Urban Renewal, LLC.	Moore Stephens Hezicomp Kft.
MarkMonitor Inc.	Mott & Bow
Matt Hardigree	MoviePass
Matt Novak	MVMT Watches
Matthew Hamer	Nameaction Brasil Serv de Inter Ltda ME
Matthew Kulper	NameAction Inc.
Mediagene, Inc.	Nandita Raghuram
MediaGene, Inc. fka Infobahn, Inc.	Natasha Vargas-Cooper
MediaMind Technologies, Inc.	Nathan Grayson
Megan Gilbert	NatureBox
Megbizott	Nervora Digital Media Group, FZ-LLC
Melissa Green	NetMediaEurope
Melissa Murray	Netus Media Pty Limited dba Allure Media Pty LTD
Merch Direct, LLC	Nevora Digital Media Group
Merchant Importacao, Exportacao e Comercio, Ltda - ME	NewsCred, Inc.
MeUndies	Nicholas Murphy

Nick Stango	Rob Harvilla
Noble People	Robert Finger
OCP Collective Corp. dba Adcade, Inc.	Ryan Brown
Omar Kardoudi	S&T Consulting Hungary Kft.
OnMarc Media	Sam Biddle
Operative Media, Inc.	Sam Scherer
Oppenheim Ugyvedi Iroda	Sam Woolley
Opportune LLP	Samantha Lagani
Optimizely, Inc.	Samer Kalaf
Oriole Media Corporation dba Juice Mobile	Samuel Griffel
Oscar Z. Ianello Associates, Inc.	Sarah Dedewo
Owen & Fred Corp.	Sarah Wiest
Pacific Shaving Company	Scott Kidder
Parachute Home	Sean Buckley
Patricia Hernandez	Sean MacDonald
Patrick Ballester	SeatGeek
Patrick Klepek	Shane Roberts
Patrick Laffoon	Shep McAllister
Patrick Redford	Shopify
Paul Sundue	SimpleReach, Inc.
PAX	Skillshare, Inc.
Percona, Inc.	Skimbit Limited
Perfect World Entertainment	SkimBit LTD.
Peri Hochwald	SmartFX
Pixel Media Asia Limited	SocialFlow, Inc.
Platinum Rye, LLC.	Sophie Kleeman
Pop Chart Lab	Soundfreaq
Poprageous	Specless, LLC.
Puja Patel	Spicy Media Editora LTDA
Quench USA, Inc.	SpruceWares
Quip NYC Inc.	Squarespace, Inc.
Rhone Apparel Inc.	Stackcommerce
Riley MacLeod	Staq, Inc.

Starcom SMG	Tom Ley
Stassa Edwards	Tom Plunkett
Stephanie Schrader	Tom Scocca
Stephen Totilo	Tommy Craggs
Steve Climaco	Toth Eva Nagykanizsa
Steven Polletta	Tremor Video, Inc.
Stowawy Cosmetics	UCMS Group Hungary Kft.
STS Meida, Inc.	Udemy.com
Stuart Cheshire	Veronica de Souza
Sultana Khan	Victor Jeffreys
Superdry Wholesale, LLC	Viddler, Inc.
Suzy Kuzy, LLC.	VNU Business Media Europe Limited
Szolgaltato	Waves Gear, LLC.
Taboola Inc.	We Work
Tamas Neltz	Wesley Siler
Tara Jacoby	WeWork LA LLC
Taylor Berman	Whitson Gordon
Technorati, Inc.	William Arkin
Terra Networks Brasil S.A.	William Haisley
TGT	William Turton
The Rubicon Project, Inc.	Wine Awesomeness
The Sasquatch Soap Co., LLC. dba Dr. Squatch	Wrights Media, LLC
The Status Audio	Writers Guild of America, East
Thorin Klosowski	Yannick LeJacq
Tim Burke	Zach Custer
Time Shred Services, Inc.	Zachary Connett
Times Internet Limited	Zoe Stahl

SCHEDULE 1(d)

Insurers

Aegon Magyarország Zrt.

AIG Europe Limited

Dewitt Stern Group, Inc.

Federal Insurance Company

Hartford Casualty Insurance Company

Hudson Insurance Company

National Union Fire Insurance Co. of Pittsburgh PA

United Healthcare Insurance Company

SCHEDULE 1(e)

Other Interested Parties

Cerberus Business Finance LLC

Houlihan Lokey, Inc.

K&H Bank

Latham & Watkins

Prime Clerk LLC

Riemer & Braunstein, LLP

Schulte Roth & Zabel LLP

Securities & Exchange Commission

Securities & Exchange Commission – NY Office

Silicon Valley Bank

Sullivan & Cromwell LLP

US VC Partners LP

SCHEDULE 1(f)

Landlords

Andrassy Palota Ingatlanforgalmazó Korlátolt Felelősségű Társaság
114 Fifth Owner LP

SCHEDULE 1(g)

Litigants

Aulistar Mark

Andrew Hudson

Zachary Cianflone

Lindsay MaHarry

Katherine Castellana

Elizabeth Nadybal

Chelsea Lo Pinto

Tim Barribeau

Patrick Frawley

Elizabeth Weinbloom

Kristin Chan

Samuel Julian

Brian Colgan

Benjamin Dorson

Rachel Atwood

Michael Kennelly

Alyssa Bereznak

Lily Newman

Kwame Opam

Terry Gene Bollea

Mitchell Williams

Meanith Huon

Ashley Terril

Charles Johnson and Got News, LLC

Teresa Thomas

Shiva Ayyadurai

Christopher Sadowski

SCHEDULE 1(h)

Professionals

Akerman LLP

Cahill Gordon & Reindel LLC

Citrin Cooperman & Co., LLP

Giskan Solotaroff & Anderson LLP

Goldin Solutions

Jalsovszky Law Firm

John Duncan

Klasko Immigration Law Partners, LLP

Levine Sullivan Koch & Schulz, LLP

Maples & Calder

Morrison Cohen LLP

Newmark & Co. Real Estate, Inc.

Oppenheim Law Firm

Opportune LLP

Proskauer Rose LLP

Trifolium LLC

Wilk Auslander

Zwillgen PLLC

SCHEDULE 1(i)

Shareholders

Berman, Taylor

Bertolini, Lauren

Blakeley, Richard Erand

Bluestone, Gabrielle

Brown, Ryan

Carmichael, Emma

Carmon, Irin

Chan, Casey

Coen, Jessica

Cooke, Jim

Craggs, Tommy

Crecente, Brian

D'Addario, John

Darbyshire, Gaby

Daulerio, Albert

DelGiudice, James

Denton, Nick

Diaz, Jesus

Dietrick, Heather

Dimmitt, Elizabeth

Dimmitt, Genevieve

Duncan, John

Ebel, Eyal

Furman, Eliot, as custodian for Alexander Tiberius Furman under the NYUTMA

Futrelle, Genevieve

Giacoman, Gabriela

Gorenstein, Andrew

Greenmount Creek Limited

Hale-Stern, Kaila

Hamer, Matt

Hardigree, Matt
Holmes, Anna
Jefferson, Whitney
Kang, Daniel
Kidder, Scott
Kozma, Jozsef
Lam, Brian
Layne, Ken
Lehnhoff, Jim
Leitch, Will
Lisanti, Mark
Lopez, Greg
Ma, Jesse
McGill, Erin
Nachlin, Jim
Newitz, Annalee
Nolan, Hamilton
O'Connor, Maureen
Pash, Adam
Petrány, Máté
Pettigrew, Erin
Plunkett, Tom
Read, Malcom
Robischon, Noah
Schreier, Jason
Schwartz, Diane
Schweizer, Julia
Scocca, Thomas
Sicha, Choire
Spinelli, Mike
Steele, Lockhart
Stein, Sadie
Takayama, Greg

Tate, Ryan
Thomas, Owen
Toder, Matthew
Trapani, Gina
US VC Partners LP
Vuong, Phillip
Wert, Ray
Winkelman (Ortega), Samantha
Woerner, Meredith
Albertson, Josh
Annis, Rose
Baker, Camie
Batty, Chris
Biddle, Sam
Bodnár, István
Burke, Tim
Climaco, Steve
Cook, John
Curtis, Dustin
Donohue, Lacey
Drummond, Katie
Fette, Ian
George, Patrick
Georgopoulos, Steph
Gonzalez, Robert
Graham, Kevin
Grothaus, Heidi
Hathaway, Jay
Henry, Alan
Hilder, Jeff
Jeffries, Victor
Juzwiak, Rich
Kéki, Balázs

Knibbs, Katharine
Körtesi, Gáspár
Laurito, Josh
Libby, Mia
Magary, Drew
Marchman, Tim
McAllister, Shep
McKenna, Dave
Mittelhammer, Eric
Morgan, Daniel
Neltz, Tamas
Nevins, Maxwell
Novak, Matt
O'Connor, Courtenay
Pareene, Alex
Parham, Jason
Petchesky, Barry
Popken, Ben
Price, John
Reddy, Kavi
Regenspan, Ben
Roberts, Shane
Sargent, Jordan
Sommer, Ethan
Sundue, Paul
Szász, Péter
Szatmári, András
Taomina, Margaret
Tiku, Nitasha
Totilo, Stephen
Trotter, JK
Udvardi, Ramóna
Walker, Alissa

Weaver, Caity

Weinstein, Adam

Wentz, Allison

SCHEDULE 1(j)

Significant Customers

20th Century Fox

360i

A9.com Inc. (Amazon Match Buy)

Accordant Media

Adslot

Aegis Group

Alliance Games

Allure Media - GM

Amazon

Amazon Commerce Revenue

AOL One

Asana (Customer)

Assembly

Baru Advertising

Blue Apron

Blue Wheel Media

Bluehost

Brigade Marketing

Casper

Centro

Cisco

Cramer-Krasselt

Criteo

Crossmedia

Desk.com

Dialect Inc

DigitasLBi

Dollar Shave Club

Draftkings

Earnest

Empowering Media LA

Empowering Media NY

Essence

f451 - US

Facebook

Factorylabs

Fallon

Future Publishing Ltd (US)

General Mills, Inc.

Google (BizDev)

Graze

Havas

Horizon Media

HostGator

Hover

HTC Blinkfeed

IBM

Indochino

Initiative LA

Initiative NY

Interpublic Group of Companies

iSocket, Inc.

ITVS

Kepler Group

Ketchum

Kovel Fuller

Kruskopf & Company

Liquid Advertising

LivWell

Logmein.com

MarkLogic

McGarrah Jessee

Me Undies

Mediagene Inc - US

Mediasmith

Mediastorm, LLC

Merkley and Partners

MillerCoors

MNI

MODCo Media

Mullen

NameCheap

Newscred

Nokia

NVIDIA

Omnicom Group

Pereira & Odell

Petrol

PGR Media

Protein

Publicis Groupe

R/West

Rachael Piper Consulting

Randomhouse

RED Interactive Agency

Rodger's Townsend

RPA

Rubicon

Skillshare

Slack

Spacetime Media

SquareSpace

StackSocial

Status Audio

Sterling Rice Group

Superdry Wholesale LLC

Taboola (Biz Dev)

Tangible Media

TaxFyle

The Garage Team Mazda
TubeMogul
UCB
Udemy
Varidesk
Viewster.com
VOX Media - Curbed Investment
VSN
WavesGear
weBoost
Wieden & Kennedy
Wildcard Properties LLC
WPP
Wright's Media
Zeno Group

SCHEDULE 1(k)

Significant Unsecured Creditors

Ad-Juster, Inc. (media)	Corbis Corporation
ADP Workforce Now	Corey Foster
Akerman LLP	Creative Circle, LLC.
Alex Palmer	DataGram
Andrew Harding	DoubleVerify, Inc.
AOL Advertising	DRH Internet Inc
Associated Press	Equinox Fitness Clubs - Corp Accts
Blane Bachelor	Fastly
Brandtale	Fried, Frank, Harris, Shriver & Jacobson LLP
CDW Direct	Getty Images
Cloudinary Ltd.	Giacco Furino
Concur Technologies, Inc.	Google Inc. (DoubleClick)

Google, Inc. (Analytics)	Submersive Media
Hunter Slaton	The Hartford
Ian Fette	The Oliver Group
Jelle Claeys Automotive Artwork	Viddler, Inc.
Joshua M Lees	
JW Player (Longtail Ad Solutions, Inc.)	
Katherine Fry	
Kinja Accounts Payable	
Krux Digital	
L-Cut Digital Media, Inc.	
Market Halsey Urban Renewal, LLC	
Marlena Agency Inc.	
Medialink	
Merrill Communications, LLC	
Metropolitan Cleaning, LLC	
Moat Inc.	
Morrison Cohen LLP	
Newmark & Co. Real Estate, Inc.	
Nick Wong Photography	
NSONE Inc.	
Operative Media, Inc	
Optimizely, Inc.	
Pacific Coast News	
Plant Specialists LLC	
QZZR	
REDBOOKS	
Risk Strategies Company	
Shenker & Bonaparte, LLP	
SimpleReach, Inc.	
Sizmek Technologies Inc.	
Specless	
STAQ, INC.	
Submarine Leisure Club, Inc. (Wirecutter)	

SCHEDULE 1(i)

Significant Vendors

114 Fifth Avenue	Kforce Inc.
ADP PayEx	Kornhaber Brown, LLC
Advanced Electronic Solutions, Inc.	Lay It Out, Inc.
AMA Consulting Engineers P.C.	Leiberts Royal Green Appliances Inc.
AMEX Corporate GM - 01006	Lewis Rice LLC
Andrew Liszewski	LionTree Advisors LLC
Apple Inc. (media)	LJ DUFFY, Inc.
Baby Llama Productions LLC	Maples & Calder (GM LLC)
Bajibot Media	NetRatings, LLC
Big Mango, Inc.	Netsuite, Inc.
Bird & Bird LLP	NVE, Inc.
Brannock & Humphries	OCP Collective Corp.
Cahill Gordon & Reindel LLP	Olson Kundig Architects
Cannes Trip 2015	Olson Kundig Interiors
Catalyst	OnMarc Media Inc.
Cerberus Capital Management LP	Opportune LLP
ComScore Inc.	Redscout LLC
Con Edison (210)	Robert Half
CytexOne Technology, LLC	Ropes & Gray LLP
Dynect, Inc	Santa Monica Air Center, Inc.
Emma C Lanigan (Cookson)	Structure Tone
Fidelity 401k	SW Management LLC
Harder Mirell & Abrams	TangentVector, Inc.
Hatch Content, LLC	Tapestry Associates LLC
HeartWork, Inc.	Thomas & Locicero PL
Houlihan Lokey	Treasury of the United States
Howard Kennedy	TrueForm Concrete, LLC
Inform Interiors	Veritas Pictures, Inc.
Jesus Diaz (vendor)	Versus LLC

Vizu Corporation

Voya Financial 401K

WB Wood NY

Young America Capital

SCHEDULE 1(m)

Taxing Authorities

Internal Revenue Service

Budapesti Önkormányzat

Hungary National Tax Authority

New York City Department of Finance

New York State Commissioner of Taxation and Finance

SCHEDULE 1(n)

U.S. Trustee and Key Court Personnel for the Southern District of New York

Cecilia G. Morris

James L. Garrity

Martin Glenn

Mary Kay Vyskocil

Michael E. Wiles

Robert D. Drain

Robert E. Grossman

Sean H. Lane

Shelley C. Chapman

Stuart M. Bernstein

Alicia Leonhard

Amanda Cassara

Andrea B. Schwartz

Andy Velez-Rivera

Anna M. Martinez

Brian S. Masumoto

Cheuk M. Ng

Danny A. Choy

Ercilia A. Mendoza

Greg M. Zipes

Guy A. Van Baalen

Ilusion Rodriguez

Kathleen Schmitt

Linda A. Riffkin

Lisa Penpraze

Maria Catapano

Mary V. Moroney

Myrna R. Fields

Nadkarni Joseph

Paul K. Schwartzberg

Richard C. Morrissey

Serene Nakano

Susan Arbeit

Susan Golden

Sylvester Sharp

Victor Abriano

William K. Harrington

SCHEDULE 1(o)

Utilities

114 Fifth Avenue Ground Lessee

Atlantic Metro Communications

Benefit Resource, Inc.

Cogent Communications

Con Edison

ShoreTel Inc.

SCHEDULE 1(p)

Employees and Independent Contractors

Asd Mario Aguilar
Joshua Albertson
Angelica Alzona
Fritzie Andrade
Erika Audie
Jared Auslander
Ilene Baker
Michael Ballaban
Patrick Ballester
Chad Bernstein
Lauren Bertolini
Sam Biddle
Ilona Bilevych
Christina Blacken
Gabrielle Bluestone
James Boos
Joshua Bottino
Robert Bricken
Ryan Brown
Kara Brown
Bridget Brown
Timothy Burke
Albert Burneko
Camila Cabrer
Alexandra Cannon
Emma Carmichael
Anthony Carnevale
Casey Chan
Michelle Chiang
Devin Clark
Gloria Clark
Steve Climaco
Ariana Cohen

Andrew Collins

Zachary Connett

John Cook

James Cooke

Alexandra Cranz

Hillary Crosley

Justin Cross

Andrew Cush

Zach Custer

Madeleine Davies

Maritza De Leon

Veronica de Souza

Sarah Dedewo

Ernest Deeb

Nick Denton

Alexander Dickinson

Heather Dietrick

Alexandre Dohrmann

Lacey Donohue

Kevin Draper

Kathryn Dries

Katherine Drummond

Eyal Ebel

Cheryl Eddy

Stassa Edwards

Adam Estes

Michael Fahey

Georgia Faircloth

Ashley Feinberg

Ian Fette

Robert Finger

Ashton Galloway-Taylor

Marina Galperina

John Gelini
Patrick George
Kanwar Gill
Ariel Gononsky
George Grayson
Melissa Green
Samuel Griffel
Heidi Grothaus
Ava Gyurina
Anthony Hack
William Haisley
Lucy Haller
Kirk Hamilton
Matt Hardigree
Andrew Harding
Alan Henry
Patricia Hernandez-Ramos
Emily Herzig
Clover Hope
Mollie Horan
Heather Hynes
Attila Illes
Jacob Inferrera
Victor Jeffreys
Richard Juzwiak
Samer Kalaf
Omar Kardoudi Segarra
Hannah Keyser
Sophie Kleeman
Patrick Klepek
Thorin Klosowski
Michele Lafauci
Patrick Laffoon

Samantha Lagani
Miranda Langrehr
Joshua Laurito
Catherine LeClair
Thomas Ley
Mia Libby
Michael Lindsay
Katelyn Lovejoy
Germain Lussier
Riley MacLeod
Andrew Magary
Amanda Mandelstein
Timothy Marchman
Alex Mason
Shepherd McAllister
Kathryn McGinnis
David McKenna
Colleen McMillan
Bryan Menegus
Anna Merlan
Maria Misra
Kelly Monson
Daniel Morgan
Diana Moskovitz
Julian Muller
Nick Murphy
Melissa Murray
Evan Narcisse
Giri Nathan
Tamas Neltz
Chris Neveu
Hamilton Nolan
Matthew Novak

Michael Nunez
Brendan O'Connor
Courtenay O'Connor
Michael Orell
Darren Orf
Andrew Orin
Raphael Orlove
Jennifer Ouellette
Alexander Pareene
Andrea Park
Adam Pash
Puja Patel
Christopher Person
Barry Petchesky
Alexandra Philippides
Diego Pineda
Steven Polletta
John Price
Nandita Raghuram
Eric Ravenscraft
Kavitha Reddy
Patrick Redford
Benjamin Regenspan
Shane Roberts
Grace Robertson
Michael Roselli
Joanna Rothkopf
William Sansom
Jordan Sargent
Samuel Scherer
Stephanie Schrader
Jason Schreier
Jillian Schulz

Taryn Schweitzer
Thomas Scocca
Eleanor Shechet
Julianne Shepherd
Hunter Slaton
Elisa Solinas
Ethan Sommer
Casey Speer
Zoe Stahl
Nicholas Stango
Judith Steinbach
Madeleine Stone
Kelly Stout
Richard Sundue
Margaret Taormina
Jia Tolentino
Jason Torchinsky
Stephen Totilo
David Tracy
Katharine Trendacosta
Joseph Trotter
William Turton
Kerrie Uthoff
Christopher Vespoli
Alissa Walker
Angela Wang
Jamie Weber
Anastasia Weeks
Allison Wentz
Samuel Woolley
András Szatmári
Attila Kocsis
Balázs Kéki

Balázs Pőcze
Dmitry Lambrianov
Gábor Kacsik
Gáspár Körtesi
György Bokros
Ildikó Kriston
István Bodnár
János Hardi
László Heves
Levente Molnár
Linda Bucsánszki
Luca Németh
Márton Borlay
Mikhail Mitrofanov
Olivér Kovács
Péter Szász
Ramóna Udvardi
Szabolcs Vida
Szilvia Németh
Zoltán Balázs
Zoltán Kalmár
George Dvorsky
Luke Plunkett
Brian Ashcraft
Andrew Liszewski
Jamie Condliffe
Chris Mills
James Whitbrook
David Nield
Kathryn Jezer-Morton
Madeleine Collier
Fruzsina Kuhari
Robert Stokes

Adam Kovac

Jared "Jay Allen" Goodwin

Anthony Dejolde

Carlos Rebato

Carlos Hierro

Matias Martinez

Eduardo Marin

Miguel Redondo

Zolani Stewart

Reshma Bhai

Manisha Aggarwal

Lindsay Handmer

Daniel Strudwick

Eva Jurczyk

Mihir Patkar

Toshihisa Nakamura

Kirsten O'Regan

Alexandra Nursall

Nicholas Cameron

Ralph Jones

Elizabeth Edgar

Rawiya Elkhadir

Ian Dransfield

Stefan Janke

Mark Wilson

Sniff Petrol Limited

James Fell

Peter Ryan

Manuel Mendez Perez

Angel Jiminez

Jacob Rose

Bram Gieben

Eva Holland

Nathan Thompson

Priya Elias

Scaachi Koul

Helen Appleyard

Omar Karduodi Segarra

Cara Ellison

Estelle Tang

Anupa Mistry

Brodie Lancaster

Jess Shanahan

Jesus Diaz

Herbert Lui (Wonder Shuttle Media, Inc)

Graham Ruthven

Stacy May Fowles

Andrew Gibney

Daniel Harris

Alex Hess

Chris Koentges

Kevin O'Brien

Achal Prabhala

David Sommer

Monica Heisey

Sara McCulloch

Jakob Wenngren

Alex Bejerstrand

Halmar Sveinbjornsson

Amit Reut

Rosa Gregori

Sarah Moroz

Jason Richards

Ravi Somaiya

Reut Amit

Michael "Massoud" Martin

Fariha Roisin

William Herkewitz

Lev Hellebust (Bratishenko)

Pranav Dixit

Danny Allen

Karan Atul Shah

James Baker

Gary Cutlack

Adelaide Dugdale

Katherine Hannaford

Brian Hogg

Andrew James

Chris Mcveigh

Apoorva Prasad

Michelle Tofi

Yareniz Saavedra Padilla

Carlos Risco

Elias Notario Perez

Eric Tecayehuatl

Robert Boffard

Guy Combs

Joel Meadows

Chris Harris

Guy Porepp

Anthony Mark Dewhurst

Peter Orosz

Ryan Pierce

Neill Watson

George Williams

Chris Harris

Natasha Chenier

Esther Sassaman

Luke Malone

Mikhail Mitrofanov

Leo Wichtowski

Kevin Mahon

Simon Parkin

Quintin Smith

Kathleen Williams

Ollie Barder

Simon Mapp

Andrew Mcmillen

David Veselka

Kevin Mahon

David Gilson

Mark O'Neill

Spanner Spencer

Tom Cassell

Kenneth Gibson

Clare Kane

Zolani Stewart

Josephine Huetlin

Exhibit C

Holden Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re : Chapter 11
:
Gawker Media LLC, *et al.*,¹ : Case No. 16-11700 (SMB)
:
Debtors. : (Jointly Administered)
:
-----X

**DECLARATION OF WILLIAM D. HOLDEN IN SUPPORT OF DEBTORS'
APPLICATION PURSUANT TO SECTIONS 327(e), 328(a) AND 330 OF THE
BANKRUPTCY CODE, BANKRUPTCY RULES 2014 and 2016, AND LOCAL RULES
2014-1 AND 2016-1 FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF JB DUNCAN PC AS SPECIAL CORPORATE COUNSEL
EFFECTIVE *NUNC PRO TUNC* TO THE PETITION DATE**

I, William D. Holden, being duly sworn, hereby declare as follows:

1. I am the Chief Restructuring Officer of Gawker Media LLC ("Gawker Media"), located at 114 Fifth Avenue, 2d Floor, New York, New York 10014.

2. I submit this declaration (this "Declaration") in support of the Debtors' Application Pursuant to Sections 327(e), 328(a) and 330 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 For Entry of an Order Authorizing the Retention and Employment of JB Duncan PC as Special corporate counsel Effective *Nunc Pro Tunc* to the Petition Date (the "Application").² The facts set forth herein are based on my personal knowledge or information provided to me by the Debtors' management, employees or

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media LLC and Gawker Media Group, Inc. are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja Kft.'s offices are located at Andrassy ut 66. 1062 Budapest, Hungary.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

members of my staff working under my supervision, other professionals, and my review of the books and records and relevant documents.

The Debtors' Selection of JB Duncan PC

3. JB Duncan PC is proposed to serve as special corporate counsel to the Debtors, responsible for the matters described in Paragraph 12 of the Application. The Debtors recognize that a careful selection should be made when selecting and managing any counsel acting for debtors in a chapter 11 case, to ensure that the professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements.

4. I understand that JB Duncan PC has been engaged by the Debtors since February 2012 and John Duncan was retained from October 2005 through February 2012, for what were non-bankruptcy matters. I further understand that John Duncan and JB Duncan PC were subjected to the client-driven market forces and scrutiny when each of them was originally retained.

5. In addition, under the contemplated engagement, JB Duncan PC will charge only those actual and necessary expenses incurred in connection with the rendering of legal services described in the Application, by category and nature of services rendered.

6. It is my understanding that when John Duncan was originally retained in October 2005, Gawker Media considered alternative law firms as part of its selection process. Furthermore, it is my understanding that Gawker Media's decision to retain John Duncan, and subsequently, JB Duncan PC, required consideration of cost, but more importantly, his expertise in the areas of law in which he would be advising Gawker Media. John Duncan, and subsequently, JB Duncan PC was retained in a non-bankruptcy environment, and was subjected to the competition in the non-bankruptcy marketplace when it was retained.

Rate Structure

7. In my capacity as Chief Restructuring Officer, I am responsible, along with Heather Dietrick (General Counsel), for monitoring outside counsel retained by the Debtors in the ordinary course of business. I understand that JB Duncan PC will charge \$3,000 for the first ten hours, plus \$525 per hour for additional time incurred, for time incurred during the pendency of these chapter 11 cases. As indicated above, JB Duncan PC has informed the Debtors that John Duncan's hourly rate of \$525 per hour is less than the standard billing rate of \$650 that JB Duncan PC charges for John Duncan's time for similar matters in a non-bankruptcy environment. As discussed below, I, or members of my team, or employees working under my supervision, are responsible for reviewing the invoices regularly submitted by JB Duncan PC.

Cost Supervision

8. The Debtors and JB Duncan PC are working on a prospective budget for the period from the Petition Date to 120 days after the Petition Date, recognizing that in the course of a large chapter 11 case, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and JB Duncan PC. The Debtors further recognize that it is their responsibility to monitor closely the billing practices of their counsel to ensure the fees and expenses paid by the estate remain consistent with the Debtors expectations and the exigencies of these chapter 11 cases. The Debtors will continue to review the invoices that JB Duncan PC regularly submits, and together with JB Duncan PC, amend the budget periodically, throughout and after the sale process, and as the need for his counseling services develop.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: August 3, 2016

A handwritten signature in black ink, appearing to read "W. D. Holden", is written over a horizontal line.

William D. Holden